

RECORDATION NO. 25541 FILED

APR 08 '05

1-09 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

April 8, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider 6, dated as of October 29, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	General Mills Operations Number One General Mills Boulevard Minneapolis, Minnesota 55426

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A description of the railroad equipment covered by the enclosed document is:

9 boxcars: MWCX 500106 - MWCX 500109 and MWCX 500130 - MWCX 500134.

A short summary of the document to appear in the index is:

Memorandum of Rider 6.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

## MIDWEST RAILCAR CORPORATION

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### MEMORANDUM OF RIDER 6

between

**MIDWEST RAILCAR CORPORATION,**

as Lessor

and

**GENERAL MILLS OPERATIONS, INC.**

as Lessee

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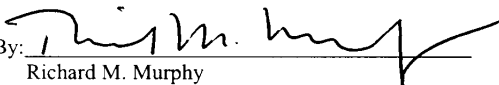
MEMORANDUM OF RIDER 6

THIS MEMORANDUM OF RIDER 6 is effective as of October 29, 2004 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:

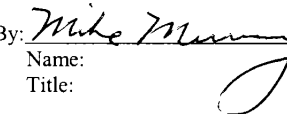
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, a certain railcar as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 6 dated October 29, 2004 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By:   
Richard M. Murphy  
President & CEO

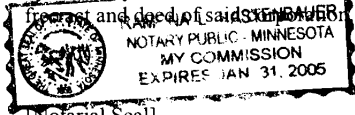
GENERAL MILLS OPERATIONS, INC.

By:  *Mike Manning*  
Name: *Mike Manning*  
Title: *Gen. Mgr. / En.*

General Mills Operations, Inc  
Manager Rail Transportation

STATE OF MA, CITY OF Minneapolis, TO WIT:

On this 4 day of November, 2004 before me appeared, Mike Murphy to me personally known, who being by me duly sworn, says that he is the President of the WEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on November 4, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the



[Notarial Seal]

[Signature]  
Notary Public

My commission expires:

STATE OF MA, CITY OF Elk River, TO WIT:

On this 9 day of Nov, 2004 before me appeared, Richard M Murphy, to me personally known, who being by me duly sworn, says that he is a President & CEO, of GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation, that said instrument was signed and sealed on Nov 9, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

[Signature]  
Notary Public

My commission expires: 1-31-06



Midwest Railcar Corporation

**EXHIBIT A**

Description of Railcars:

9 boxcars with the following  
Car Marks and Numbers:

**MWCX 500130 through  
MWCX 500134, inclusive;  
MWCX 500106 through  
MWCX 500109, inclusive**